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Counsel for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,

Debtor.

In re:
USA CAPITAL REALTY ADVISORS, LLC,

Debtor.

In re:
USA CAPITAL DIVERSIFIED TRUST DEED FUND,
LLC,

Debtor.

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,

Debtor.

In re:
USA SECURITIES, LLC,

Debtor.

Affects:
☐ All Debtors
☒ USA Commercial Mortgage Company
☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

Case Nos.:
BK-S-06-10725-LBR
BK-S-06-10726-LBR
BK-S-06-10727-LBR
BK-S-06-10728-LBR
BK-S-06-10729-LBR

JOINTLY ADMINISTERED
Chapter 11 Cases

Judge Linda B. Riegle

**NOTICE OF ENTRY OF ORDER
GRANTING MOTION FOR
APPROVAL OF SETTLEMENT
AGREEMENT BY AND
BETWEEN THE USACM
LIQUIDATING TRUST, USA
INVESTMENT PARTNERS,
LLC, TOBLAK, LLC, DDH
FINANCIAL CORP., AND
TANAMERA COMMERCIAL
DEVELOPMENT, LLC**

PLEASE TAKE NOTICE that an Order Granting Motion for Approval of Settlement Agreement By and Between the USACM Liquidating Trust, USA Investment Partners, LLC, Toblak, LLC, DDDH Financial Corp., and Tanamera Commercial Development, LLC (DE #6859) was entered on the 25th day of February 2009, a true and correct copy of which is attached hereto as Exhibit "A."

1 Dated: February 27, 2009.

2 **DIAMOND MCCARTHY LLP**

3 **LEWIS AND ROCA LLP**

4 By: /s/ Eric D. Madden

5 By: /s/ Rob Charles

6 Allan B. Diamond, TX 05801800 (pro hac vice)

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10 *Special Litigation Counsel for*
11 *USACM Liquidating Trust*

Counsel for USACM Liquidating Trust

CERTIFICATE OF SERVICE

I hereby certify that I am an employee of the law firm of DIAMOND MCCARTHY LLP, and that on the 27th day of February 2009, a true and correct copy of the **NOTICE OF ENTRY OF ORDER GRANTING MOTION FOR APPROVAL OF SETTLEMENT AGREEMENT BY AND BETWEEN THE USACM LIQUIDATING TRUST, USA INVESTMENT PARTNERS, LLC, TOBLAK, LLC, DDH FINANCIAL CORPO., AND TANAMERA COMMERCIAL DEVELOPMENT, LLC** was served by electronic transmission to all parties on the Post Effective Date Service List and counsel for parties to the settlement as set forth below:

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/s/ Catherine A. Burrow, CLA
Catherine A. Burrow, CLA
Diamond McCarthy LLP

EXHIBIT A



Entered on Docket
February 25, 2009

Hon. Linda B. Riegler
United States Bankruptcy Judge

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,

USA CAPITAL REALTY ADVISORS, LLC

USA CAPITAL DIVERSIFIED TRUST DEED FUND,
LLC

USA CAPITAL FIRST TRUST DEED FUND, LLC,

USA SECURITIES, LLC

Debtors

Affects:
USA Commercial Mortgage Company

Case No.: BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR

Chapter 11

Jointly Administered Under Case No.
BK-S-06-10725-LBR

Judge Linda B. Riegler

**ORDER GRANTING MOTION
FOR APPROVAL OF
SETTLEMENT AGREEMENT BY
AND BETWEEN THE USACM
LIQUIDATING TRUST, USA
INVESTMENT PARTNERS, LLC,
TOBLAK, LLC, DDH FINANCIAL
CORP., AND TANAMERA
COMMERCIAL
DEVELOPMENT, LLC**

Upon consideration of the Motion Seeking The Approval Of The Settlement Agreement By And Between The USACM Liquidating Trust, USA Investment Partners, LLC, Toblak, LLC, DDH Financial Corp., And Tanamera Commercial Development, LLC, dated January 15, 2009 (the "Motion to Approve Settlement"), filed by the USACM Liquidating Trust (the "USACM Trust"), seeking approval of the Settlement Agreement And Release Of Claims (the "Settlement Agreement") between the USACM Trust, USA Investment Partners, LLC, Toblak LLC, DDH Financial Corp., and Tanamera Commercial Development pursuant to Rule 9019 of the

1 Federal Rules of Bankruptcy Procedure; and it appearing that the Court has jurisdiction to consider
2 the Motion and the relief requested therein; and due notice of the Motion and the hearing to be held
3 thereon having been served to all parties entitled thereto in accordance with the Bankruptcy Rules
4 and this Court's Local Rules, and no other or further notice need be given; and a hearing having
5 been held before this Court; and the Court having concluded that the Settlement Agreement is the
6 result of good faith arm's-length bargaining and not the product of fraud or collusion; and it
7 appearing that the relief requested in the Motion is in the best interest of the estates and the
8 beneficiaries of the USACM Trust, and upon the proceedings before the Court; and good and
9 sufficient cause appearing therefore, it is
10

11 ORDERED that the Motion to Approve Settlement is granted; and it is further

12 ORDERED that the Settlement Agreement is authorized and approved pursuant to
13 Bankruptcy Rule 9019; and it is further
14

15 ORDERED that pursuant to the Terms of the Settlement Agreement, Ticor Title
16 Company is ordered to release the funds held in escrow account 0040042460 to the USACM Trust;
17 and it is further
18

19 ORDERED that Geoffrey L. Berman, in his capacity as the Court-appointed trustee
20 of the USACM Trust, is authorized to execute, deliver, implement, and fully perform any and all
21 obligations, instruments, documents and papers and to take any and all actions reasonably necessary
22 to consummate the Settlement Agreement and perform any and all obligations contemplated therein
23 on behalf of the USACM Trust.
24
25
26

PREPARED AND SUBMITTED:

DIAMOND MCCARTHY LLP

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AGREED:

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Attorneys for Lisa Poulin, Trustee for
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By: /s/ Kaaran Thomas

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Attorneys for DDH Financial Corp., and

Tanamera Commercial Development

CERTIFICATION PURSUANT TO LOCAL RULE 9021

In accordance with LR 9021, counsel submitting this document certifies as follows (check one):

_____ The court has waived the requirement of approval under LR 9021

_____ No parties appeared or filed written objections, and there is no trustee appointed in the case.

 X I have delivered a copy of this proposed order to all counsel who appeared at the hearing, any unrepresented parties who appeared at the hearing, and any trustee appointed in this case, and each has approved of the order as indicated by the signatures above.

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